

10-13-2010

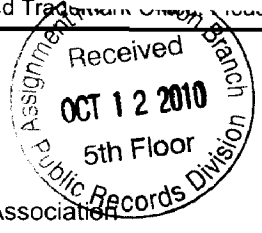


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To the Director of the U. S. Patent and Trademark Office, please record the assignments or the new address(es) below.

01-21-01



1. Name of conveying party(ies):

CES Group, Inc.

- Individual(s)
- General Partnership
- Corporation- State: Delaware
- Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) October 3, 2010

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: CES Group, LLC

Internal

Address: _____

Street Address: 13200 Pioneer Trail; Suite 150

City: Eden Prairie

State: MN

Country: USA

Zip: 55347-4125

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other limited liability co

Citizenship _____
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

78/820597

B. Trademark Registration No.(s)

3,781,239 3,833,096 3,462,311

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Dawn Valois

Internal Address: Nortek, Inc.

Street Address: 50 Kennedy Plaza

City: Providence

State: RI

Zip: 02903

Phone Number: 401-751-1600

Fax Number: 401-751-9844

Email Address: valois@nortek-inc.com

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 115

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:

Dawn Valois

Signature

10/8/2010

Date

Dawn Valois

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

3

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "CES GROUP, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "CES GROUP, INC." TO "CES GROUP, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2010, AT 11:28 O'CLOCK A.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRD DAY OF OCTOBER, A.D. 2010, AT 12 O'CLOCK A.M.

0835707 8100V

100942570



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8255699

DATE: 09-28-10

TRADEMARK
REEL: 004295 FRAME: 0320

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Corporation first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the corporation first formed is March 14, 1977.
- 4.) The name of the Corporation immediately prior to filing this Certificate is
CES Group, Inc.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of
Formation is CES Group, LLC.
- 6.) The effective date of this Certificate of Conversion shall be
12:00 a.m. on October 3, 2010.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the
23 day of September, A.D. 2010.

By: Edward J. Cooney
Authorized Person

Name: Edward J. Cooney, VP and Treasurer
Print or Type